COURT FILE NUMBER	1101-17318	
COURT	COURT OF QUEEN'S BENCH OF ALBERTA	
JUDICIAL CENTRE	CALGARY	
APPLICANTS	IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c.C-36, AS AMENDED AND IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, R.S.A. 2000, c. B-9 AND IN THE MATTER OF LEGACY COMMUNITIES INC., AIRDRIE CAPITAL CORPORATION, AIRDRIE COUNTRY ESTATES INC., RAILSIDE CAPITAL INC., RAILSIDE INDUSTRIAL PARK INC., FOUNDATION PLACE CAPITAL INC. and FOUNDATION PLACE INC.	
DOCUMENT	**TENTH REPORT OF THE MONITOR** **AUGUST 23, 2012**	
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	**MONITOR** Ernst & Young Inc. 1000, 440 - 2nd Avenue SW Calgary, Alberta T2P 5E9 Attention: Neil Narfason / Cassie Riglin Telephone: 403-206-5067 / (403) 206-5139 Fax: 403-206-5075 Email: Neil.Narfason@ca.ey.com Cassie.Riglin@ca.ey.com **COUNSEL** McCarthy Tétrault LLP Suite 3300, 421 7th Avenue SW Calgary AB T2P 4K9 Attn: Sean Collins / Walker MacLeod Telephone: 403-260-3531 / 403-260-3710 Email: scollins@mccarthy.ca wmacleod@mccarthy.ca	

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APPENDICIES TO THE TENTH REPORT

INTRODUCTION

1. On December 21, 2011, Legacy Communities Inc. ("Legacy") and Airdrie Capital Corporation ("ACC") and Airdrie Country Estates Inc. (collectively "Airdrie") sought and obtained protection from their creditors under the Companies' Creditors Arrangement Act, R.S.C. 1985 c. C-36, as amended, (the "CCAA") pursuant to an order of this Honourable Court (the "Initial Order").

2. Pursuant to the Initial Order, Ernst & Young Inc. was appointed monitor of Legacy and Airdrie (the "Monitor").

3. On March 21, 2012, under these same proceedings, Railside Capital Inc. and Railside Industrial Park Inc. (collectively "Railside") and Foundation Place Capital Inc. and Foundation Capital Inc. (collectively "Foundation Place") were granted an Order (the "Railside & Foundation Place Order") by this Honourable Court granting them protection from their creditors pursuant the CCAA.

4. Legacy, Airdrie, Railside and Foundation Place are sometimes collectively referred to as the "Companies" or the "Debtors".

5. On January 19, 2012 this Honourable Court granted an Order creating an Unsecured Creditors Committee ("UCC") in these proceedings.

6. On March 21, 2012 this Honourable Court granted an Order appointing Ernst & Young Inc. as inspector ("Inspector") of certain related entities, 1252064 Alberta Ltd. ("125"), 1330075 Alberta Ltd. ("133") and Harvest Capital Management Inc. ("HCMI"). The Inspector now has full access to review the books and records of these entities as required.

7. On May 12, 2012 this Honourable Court granted an Order expanding the Monitor's powers as "co-manager" of the Companies.

8. On June 7, 2012 125, 133 and HCMI sought and obtained protection from their creditors under the CCAA pursuant to an order of this Honourable Court (the "125, 133 and HCMI Initial Order"). Pursuant to the 125, 133 and HCMI Initial Order, Ernst

& Young Inc. was appointed monitor of these entities. Ernst & Young Inc.'s role as Inspector of these entities was therefore replaced by its' role as the Monitor of these entities.

9. The purpose of this tenth report (the "Tenth Report") of the Monitor is to provide this Honourable Court with:

    a) The forecast to actual cash flow results for the period of March 1, 2012 to July 31, 2012 (the "Reporting Period");

    b) The cash flow forecasts (the "Forecasts");

    c) An update on the restructuring efforts for Legacy, Airdrie, Railside and Foundation Place;

    d) The Debtors' request for an extension of the Stay Period; and

    e) The Monitor's recommendations.

10. Capitalized terms not defined in this Tenth Report are as defined in the Initial Orders.

11. All references to dollars are in Canadian currency unless otherwise noted.

BACKGROUND

12. Background for the Debtors together with other information regarding these CCAA proceedings, have been posted by the Monitor on its website at: www.ey.com/ca/foundationgroup.

TERMS OF REFERENCE

13. In preparing this Tenth Report, the Monitor has relied upon unaudited financial information, company records and discussions with management of the Company. The Monitor has not performed an audit, review or other verification of such information. An examination of the financial forecast as outlined in the Canadian Institute of Chartered Accountants Handbook has not been performed. Future orientated financial information relied upon in this report is based on management's

assumptions regarding future events and actual results achieved will vary from this information and the variations may be material.

FORECAST TO ACTUAL RESULTS

Legacy

14. The cash flow forecast to actual presented at Appendix A contains the cash receipts and disbursements incurred to date for Legacy as compared to the cash flow forecast previously provided to this Court in the Eighth Report of the Monitor dated July 4, 2012.

Legacy Communities Inc.
Cash Flow Forecast to Actual
December 21, 2011 - July 31, 2012

	Forecast	Actual	Variance
Receipts	787,000	639,151	147,849
Disbursements	892,847	636,149	256,699
Net Cash Flows	(105,847)	3,003	(108,850)

15. Cash receipts for the Reporting Period were approximately $639,000 of DIP Financing. HCMI funded approximately $168,000 of the Legacy DIP and Azimuth was only able to fund approximately $471,000 of Legacy DIP, the remaining unfunded portion of approximately $148,000 will be funded in September by Intero Mortgage Ltd.

16. Operating expenses, which have been incurred but not entirely paid during the Reporting Period, for Legacy total approximately $636,000. The positive variance of approximately $257,000 relates to the timing of settlement for professional fees in order to conserve cash moving into the Forecast Period.

Airdrie

17. The cash flow forecast to actual presented at Appendix B contains the cash receipts and disbursements incurred to date for Airdrie as compared to the cash flow forecast previously provided to this Court in the Eighth Report of the Monitor dated July 4, 2012.

Airdrie Capital Corporation and Airdrie Country Estates Inc. Cash Flow Forecast to Actual December 21, 2011 - July 31, 2012			
	Forecast	**Actual**	**Variance**
Receipts	537,000	451,507	85,493
Disbursements	648,264	451,171	197,093
Net Cash Flows	(111,264)	336	(111,600)

18. Cash receipts for the Reporting Period were approximately $4,000 from gas well revenue and approximately $447,000 of DIP Financing. HCMI funded approximately $162,000 of the Airdrie DIP and Azimuth was only able to fund approximately $286,000 of Legacy DIP, the remaining unfunded portion of approximately $89,000 will be funded in September by Intero Mortgage Ltd.

19. Operating expenses, which have been incurred but not entirely paid during the Reporting Period, for Airdrie total approximately $451,000. The positive variance of approximately $197,000 relates to the timing of settlement for professional fees in order to conserve cash moving into the Forecast Period.

Railside

20. The cash flow forecast to actual presented at Appendix C contains the cash receipts and disbursements incurred to date for Railside as compared to the cash flow forecast previously provided to this Court in the Ninth Report of the Monitor dated July 4, 2012.

Railside Capital Inc. and Railside Industrial Park Inc. Cash Flow Forecast to Actual March 1, 2012 - July 31, 2012			
	Forecast	**Actual**	**Variance**
Receipts	150,000	116,773	33,227
Disbursements	423,580	302,424	121,156
Net Cash Flows	(273,580)	(185,651)	(87,929)

21. The only cash receipt for the Reporting Period was approximately $117,000 of DIP Financing. Azimuth was only able to fund approximately $117,000 of the Railside

DIP, the remaining unfunded portion of approximately $33,000 will funded in September by Intero Mortgage Ltd.

22. Operating expenses, which have been incurred but not entirely paid during the Reporting Period, for Railside total approximately $302,000. The positive variance of approximately $121,000 relates to the timing of settlement for professional fees and a reduction in management fees in order to conserve cash moving into the Forecast Period.

Railside – RBC Issue

23. The Monitor has been advised by Railside that on or about June 4, 2012, there was a transfer of $100,000 from an RBC bank account held by Railside to a RBC bank account held by 125 (the "RBC Transfer"). The Monitor confirmed the RBC Transfer through review of Railside and 125 banking records.

24. The RBC Transfer constituted a breach of paragraph 9 of the Railside & Foundation Place Order. While Mr. Aitkens authorized the RBC Transaction, Mr. Aitkens has advised the Monitor that the RBC Transfer was made in error and that he did not realize that he was authorizing a transfer of funds when he signed the documents associated with the RBC Transfer. The RBC Transfer was made in connection with obligations incurred by 125 pursuant to a letter of credit issued by RBC to the Town of Millett (the "Letter of Credit").

25. On July 18, 2012, the Monitor sent correspondence to RBC advising of the terms of the Railside Initial Order and requesting that RBC return the $100,000 to the Monitor. To date, no response has been received from RBC in respect of the RBC Transfer.

26. The Monitor has been advised by Railside that the Letter of Credit can be returned. The Monitor intends to continue to work with Railside and 125 in order to secure the release of the Letter of Credit and the return of the funds associated with the RBC Transfer.

Foundation Place

27. The cash flow forecast to actual presented at Appendix D contains the cash receipts and disbursements incurred to date for Foundation Place as compared to the cash flow forecast previously provided to this Court in the Ninth Report of the Monitor dated July 4, 2012.

Foundation Capital Inc. and Foundation Place Capital Inc.
Cash Flow Forecast to Actual
March 1, 2012 - July 31, 2012

	Forecast	Actual	Variance
Receipts	305,000	279,443	25,557
Disbursements	340,436	300,949	39,487
Net Cash Flows	(35,436)	(21,506)	(13,930)

28. Cash receipts for the Reporting Period were $5,000 from parking lot revenue and approximately $274,000 of DIP Financing. Azimuth was only able to fund approximately $274,000 of the Foundation Place DIP, the remaining unfunded portion will not be funded.

29. Operating expenses, which have been incurred but not entirely paid during the Reporting Period, for Foundation Place total approximately $301,000. The positive variance of approximately $39,000 relates primarily to the timing of settlement for professional fees in order to conserve cash moving into the Forecast Period.

30. Operating costs have been reduced to zero, with only professional fees and property taxes accruing. As the professional fees are relying on the Administration Charge, there is a resulting net negative cash flow.

CASH FLOW FORECASTS

31. Legacy, Airdrie, Railside and Foundation Place, with the assistance of the Monitor, have prepared Forecasts which are attached as Appendix D to this report. The Forecasts are based on the most current information available.

32. The table below summarizes the Forecasts for Legacy and Airdrie:

Cash Flow Forecast August 1, 2012 - September 30, 2012				
		Legacy		Airdrie
RECEIPTS				
Debtor-in-possession financing	$	147,849	$	89,543
Total receipts	**$**	**147,849**	**$**	**89,543**
DISBURSEMENTS				
Management fees	$	5,000	$	5,000
Consulting fees		7,000	$	-
Reduction of outstanding professional fees		135,000	$	80,000
CCAA professional fees		50,000	$	50,000
Administration Charge offset		(50,000)		(50,000)
Total disbursements	**$**	**147,000**	**$**	**85,000**
NET CASH FLOWS	**$**	**849**	**$**	**4,543**
OPENING CASH	$	2,997	$	325
NET CHANGE IN CASH FLOWS		849		4,543
ENDING CASH	**$**	**3,845**	**$**	**4,868**

33. As summarized above, Legacy is projecting no further DIP Financing needs for the Forecast Period. The DIP Financing of approximately $148,000 relates to the prior DIP Financing that was not funded by Azimuth. Assuming the professional fees can rely on the Administrative Charge, cash disbursements of approximately $147,000 are projected, resulting in a net decrease in cash of approximately $1,000 through September 30, 2012.

34. As summarized above, Airdrie is projecting no further DIP Financing needs for the Forecast Period. The DIP Financing of approximately $90,000 relates to the prior DIP Financing that was not funded by Azimuth. Assuming the professional fees can rely on the Administrative Charge, cash disbursements of approximately $85,000 are projected, resulting in a net decrease in cash of approximately $5,000 through September 30, 2012.

35. The Monitor has reviewed the assumptions supporting the Forecasts and believes the assumptions to be reasonable.

36. Significant assumptions made by management with respect to the Forecasts are:

a) Legacy and Airdrie have no operating revenues;

b) No further DIP Financing is required;

c) Management fees of $5,000 for August are to be paid to Harvest Group LP in September and no further management fees will be incurred;

d) Consulting fees relate to the Real Estate Consultant, Noel Winter, for the month of July will be paid in September for Legacy and no further management fees will be incurred for both Legacy and Airdrie;

e) No further development costs will be incurred; and

f) Professional fees relate to the costs of the Monitor and its' legal counsel, the Companies' legal counsel and the UCC's legal counsel and have been estimated by the Monitor. These fees will be paid for out of the Administration Charge.

37. The table below summarizes the Forecasts for Railside and Foundation Place:

Cash Flow Forecast August 1, 2012 - October 31, 2012	**Notes**	**Railside**	**Foundation Place**
RECEIPTS	a		
Debtor-in-possession financing	b	$ 33,227	$ -
Total receipts		**$ 33,227**	**$ -**
DISBURSEMENTS			
Management fees	c	$ -	$ -
Consulting fees	d	25,344	-
CCAA professional fees	e	150,000	99,000
Administration Charge offset	e	(150,000)	(99,000)
Total disbursements		**$ 25,344**	**$ -**
NET CASH FLOWS		**$ 7,883**	**$ -**
OPENING CASH		$ 1,841	$ 5,095
NET CHANGE IN CASH FLOWS		7,883	-
ENDING CASH		**$ 9,724**	**$ 5,095**

38. As summarized above, Railside is projecting the DIP Financing shortfall to be funded during September. Assuming the professional fees can rely on the Administrative Charge, cash disbursements of approximately $25,000 are projected, resulting in a net decrease in cash of approximately $8,000 through October 31, 2012.

39. As summarized above, Foundation Place is projecting no further DIP Financing needs for the Forecast Period. Assuming the professional fees can rely on the Administrative Charge, no further cash feeds are required during the Forecast Period.

40. The Monitor has reviewed the assumptions supporting the Forecasts and believes the assumptions to be reasonable.

41. Significant assumptions made by management with respect to the Forecasts are:

   a) Railside and Foundation Place have no operating revenues;

   b) No further DIP Financing is required;

   c) No further management fees will be incurred on Railside or Foundation Place;

   d) Railside Consulting fees relate to the Real Estate Consultant, Noel Winter, and no further Consulting fees are to be paid for Foundation Place; and

   e) Professional fees relate to the costs of the Monitor and its' legal counsel, the Companies' legal counsel and the UCC's legal counsel and have been estimated by the Monitor. These fees will be paid for out of the Administration Charge.

RESTRUCTURING EFFORTS

Legacy and Airdrie

42. Pursuant to Sanction Orders granted by this Honourable Court dated July 5, 2012, the plans of compromise and arrangement for both Legacy and Airdrie (the "Legacy and

Airdrie Plans") were both given final Court approval and could move towards plan implementation ("Plan Implementation").

43. The primary delay in Plan Implementation has been securing exit financing for both Legacy and Airdrie to repay the DIP Financing, Administration Charges and provide both Legacy and Airdrie with sufficient operating capital for a period of six months with two options to extend a further six months each.

44. The Monitor has executed exit financing term sheets for both Legacy and Airdrie, which will provide the necessary funding to implement the Legacy and Airdrie Plans in early-mid September.

Railside

45. The Monitor has received an exit financing term sheet that would allow Railside to repay the DIP Financing, Administration Charges and provide sufficient operating capital for a period of six months with two options to extend a further six months each.

46. With this financing in place, the Monitor intends to work with management and the UCC to finalize the terms of a plan of compromise and arrangement under the CCAA (the "Railside Plan"). Upon finalizing the Railside Plan, Railside may be in a position to apply for an order approving the circulation of the Railside Plan by mid September.

Foundation Place

47. The Monitor has engaged Colliers International Inc. ("Colliers") to provide a sell versus hold analysis on the Foundation Place property.

48. Based on the information received from Colliers, the Monitor requires some time to review same with Foundation Place and the UCC. The Monitor, together with management, will consult with the UCC to determine what the best course of action is in the circumstances

49. The Monitor has been approached by a large number of investors who would like to hold this property for a longer term in hopes of making a higher recovery.

50. The Monitor is currently working to review the caveats registered against the Foundation Place property to determine the validity and corresponding value of these caveats.

THE COMPANIES' REQUEST FOR AN EXTENSION OF THE STAY PERIOD

51. Pursuant to the Orders of this Honourable Court dated July 5, 2012 the Stay Period expires on August 31, 2012 for Legacy, Airdrie, Railside and Foundation Place.

52. Legacy and Airdrie are seeking an extension of the Stay Period up to and including September 28, 2012 (the "Legacy and Airdrie Stay Extension").

53. The Legacy and Airdrie Stay Extension is necessary to allow Legacy and Airdrie complete Plan Implementation.

54. Railside and Foundation Place are seeking an extension of the Stay Period up to and including October 31, 2012 (the "Railside and Foundation Place Stay Extension").

55. The Railside and Foundation Place Stay Extension is necessary to allow Railside to develop and finalize a plan under the CCAA and to allow Foundation Place to canvas its investors to determine how they wish to proceed with the property.

56. In the Monitor's view, Legacy, Airdrie, Railside and Foundation Place are acting in good faith and with due diligence.

MONITOR'S RECOMMENDATIONS

57. The Monitor recommends that this Honourable Court approve:

    a) The Legacy and Airdrie Stay Extension; and

    b) The Railside and Foundation Place Stay Extension.

Dated at Calgary, this 23rd day of August, 2012.

ERNST & YOUNG INC.
in its capacity as
Monitor of Legacy, Airdrie, Railside and Foundation Place

Neil Narfason, CA•CIRP, CBV
Senior Vice-President

Cassie Riglin, CA
Manager

APPENDIX A

Legacy Communities Inc.
Cash Flow Forecast to Actual
December 21, 2011 - July 31, 2012

	Forecast	Actual	Variance
RECEIPTS			
Debtor-in-possession financing (Note 2)	787,000	639,151	147,849
Total receipts	787,000	639,151	147,849
DISBURSEMENTS			
Management fees	90,580	113,739	(23,159)
Consulting fees	61,000	99,550	(38,550)
Property taxes	-	331	(331)
Operating Expenses	500	46	454
Appraisals	-	4,200	(4,200)
Eyelogic fees	28,267	-	28,267
Development costs	202,500	53,283	149,217
CCAA professional fees (Note 1)	510,000	365,000	145,000
Total disbursements	**892,847**	**636,149**	**256,699**
NET CASH FLOWS	**$ (105,847)**	**$ 3,003**	**$ (108,850)**
OPENING CASH	$ (6)	$ (6)	
NET CHANGE IN CASH FLOWS	(105,847)	3,003	
ENDING CASH	**$ (105,853)**	**$ 2,997**	

Notes

1 **Professional Fees**	**Invoices**	**WIP**	**Total**
BLG	$ 387,054	$ -	$ 387,054
EY	217,145	-	217,145
McCarthy	73,823	-	73,823
FMC	99,750	90,000	189,750
SMBP	24,337	-	24,337
			$ 892,109
Covered by current funding			$ 365,000
Covered by Administration Charge			$ 527,109
Forecast through September 2012			50,000
Less cash on hand at Setpember 30, 2012			$ (138,845)
Total Administration Charge			$ 438,263

2 DIP Financing will be provided in part by HCMI, Azimuth and the remainder through the exit financing

APPENDIX B

Airdrie Capital Corporation and Airdrie Country Estates Inc.
Cash Flow Forecast to Actual
December 21, 2011 - July 31, 2012

	Forecast	Actual	Total
RECEIPTS			
Debtor-in-possession financing (Note 2)	537,000	447,457	89,543
Gas well revenue	-	4,050	(4,050)
Total receipts	537,000	451,507	85,493
DISBURSEMENTS			
Management fees	65,630	36,319	29,311
Development costs	75,000	27,452	47,548
CCAA professional fees (Note 1)	460,000	340,000	120,000
Total disbursements	**648,264**	**451,171**	**197,093**
NET CASH FLOWS	**$ (111,264)**	**$ 336**	**$ (111,600)**
OPENING CASH	$ (11)	$ (11)	
NET CHANGE IN CASH FLOWS	(111,264)	336	
ENDING CASH	**$ (111,275)**	**$ 325**	

Notes

1 **Professional Fees**	Invoices	WIP	Total
BLG	$ 276,819	$ -	$ 276,819
EY	151,416	-	151,416
McCarthy	65,635	-	65,635
FMC	99,750	84,000	183,750
SMBP	20,041	-	20,041
			$ 697,660
Covered by current funding			$ 340,000
Covered by Administration Charge			$ 357,660
Forecast through September 2012			50,000
Less cash on hand at Setpember 30, 2012			(84,868)
Total Administration Charge			$ 322,792

2 DIP Financing will be provided in part by HCMI and Azimuth and the remainder through the exit financing

APPENDIX C

Railside Capital Inc. and Railside Industrial Park Inc.
Cash Flow Forecast to Actual
March 1, 2012 - July 31, 2012

	Forecast	Actual	Varaince
RECEIPTS			
Debtor-in-possession financing (Note 2)	150,000	$ 116,773	$ 33,227
Total receipts	**150,000**	**116,773**	**33,227**
DISBURSEMENTS			
Management fees	71,668	48,667	23,001
Consulting fees	54,612	36,180	18,432
Property taxes	43,000	41,942	1,058
Operating Expenses	300	20,238	(19,938)
Appraisals	4,000	4,200	(200)
LOC collateral	-	100,000	(100,000)
Development costs	25,000	1,197	23,803
CCAA professional fees (Note 1)	225,000	50,000	175,000
Total disbursements	**$ 423,580**	**$ 302,424**	**$ 121,156**
NET CASH FLOWS	**$ (273,580)**	**$ (185,651)**	**$ (87,929)**
OPENING CASH	$ 187,492	$ 187,492	
NET CHANGE IN CASH FLOWS	(273,580)	(185,651)	
ENDING CASH	**$ (86,088)**	**$ 1,841**	

Notes

1 **Professional Fees**

	Invoices	WIP	Total
BLG	$ 191,158	$ -	$ 191,158
EY	63,006	-	63,006
McCarthy	13,846	-	13,846
FMC	25,200	43,000	68,200
SMBP	2,148	-	2,148
			338,358
Covered by current funding			30,000
Covered by Administration Charge			$ 308,358
Forecast through September 2012			150,000
Total Administration Charge			$ 458,358

2 DIP Financing will be provided in part by HCMI and Azimuth and the remainder through the exit financing

APPENDIX D

Foundation Capital Inc. and Foundation Place Capital Inc.
Cash Flow Forecast to Actual
March 1, 2012 - July 31, 2012

	Forecast	Actual	Varaince
RECEIPTS			
Debtor-in-possession financing (Note 2)	305,000	$ 274,443	$ 30,557
Parking Lot Revenue	-	5,000	$ (5,000)
Total receipts	**305,000**	**279,443**	**25,557**
DISBURSEMENTS			
Management fees	65,412	65,412	-
Consulting fees	11,724	8,014	3,710
Property taxes	34,000	27,995	6,005
Operating Expenses	300	1,903	(1,603)
Appraisals	4,000	2,625	1,375
Eyelogic fees	-	-	-
Development costs	-	-	-
CCAA professional fees (Note 1)	225,000	195,000	30,000
Total disbursements	**$ 340,436**	**$ 300,949**	**$ 39,487**
NET CASH FLOWS	**$ (35,436)**	**$ (21,506)**	**$ (13,930)**
OPENING CASH	$ 26,601	$ 26,601	
NET CHANGE IN CASH FLOWS	(35,436)	(21,506)	
ENDING CASH	**$ (8,835)**	**$ 5,095**	

Notes

1 Professional Fees	**Invoices**	**WIP**	**Total**
BLG	$ 148,190	$ -	$ 148,190
EY	56,830	-	56,830
McCarthy	13,846	-	13,846
FMC	25,200	43,000	68,200
SMBP	2,148	-	2,148
			$ 289,215
Covered by current funding			$ 195,000
Covered by Administration Charge			$ 94,215
Forecast through October 2012			99,000
Total Administration Charge			$ 193,215

2 The remaining DIP Financing will no longer be funded.

APPENDIX E

Legacy Communities Inc.
Cash Flow Forecast
August 1, 2012 - September 30, 2012

	Notes	Legacy Communities Inc. August 1-31, 2012	September 1-30, 2012	Total
RECEIPTS	1			
Debtor-in-possession financing	2	-	147,849	147,849
Total receipts		**-**	**147,849**	**147,849**
DISBURSEMENTS				
Management fees	3	-	5,000	5,000
Consulting fees	4	-	7,000	7,000
Reduction of outstanding professional fees	5	-	135,000	135,000
CCAA professional fees	6	25,000	25,000	50,000
Administration Charge offset	7	(25,000)	(25,000)	(50,000)
Total disbursements		**$ -**	**$ 147,000**	**147,000**
NET CASH FLOWS		**$ -**	**$ 849**	**$ 849**
OPENING CASH		$ 2,997	$ 2,997	$ 2,997
NET CHANGE IN CASH FLOWS		-	849	849
ENDING CASH		**$ 2,997**	**$ 3,845**	**$ 3,845**

Notes and Assumptions

1 Legacy Communities has no operating revenues
2 DIP relates to the DIP that was not funded by Azimuth
3 Management fees for August to be paid in September
4 Real estate professional estimated fees for July will be paid in September
5 Professional fees are currently relying on the Administration Charge
6 Estimated professional fees for the period
7 Professional fees are to be paid for with the Administration Charge

Airdrie Capital Corporation and Airdrie Country Estates Inc.
Cash Flow Forecast
August 1, 2012 - September 30, 2012

	Notes	Airdrie (Note 1) August 1- 31, 2012	September 1-30, 2012	Total
RECEIPTS	2			
Debtor-in-possession financing	3	-	89,543	89,543
Total receipts		-	**89,543**	**89,543**
DISBURSEMENTS				
Management fees	4	-	5,000	5,000
Consulting fees	5	-	-	-
Reduction of outstanding professional fees	6	-	80,000	80,000
CCAA professional fees	7	25,000	25,000	50,000
Administration Charge offset	8	(25,000)	(25,000)	(50,000)
Total disbursements		**$ -**	**$ 85,000**	**85,000**
NET CASH FLOWS		**$ -**	**$ 4,543**	**$ 4,543**
OPENING CASH		$ 325	$ 325	$ 325
NET CHANGE IN CASH FLOWS		-	4,543	4,543
ENDING CASH		**$ 325**	**$ 4,868**	**$ 4,868**

Notes and Assumptions

1 "Airdrie" is a consolidation of Airdrie Capital Corporation and Airdrie Country Estates Inc.
2 Airdrie has no operating revenues
3 DIP relates to the DIP that was not funded by Azimuth
4 Management fees for August to be paid in September
5 No further consulting fees will be incurred
5 Professional fees are currently relying on the Administration Charge
6 Estimated professional fees for the period
7 Professional fees are to be paid for with the Administration Charge

Railside Capital Inc. and Railside Industrial Park Inc.
Cash Flow Forecast
August 1, 2012 - October 31, 2012

		Railside (Note 1)			
	Notes	**August**	**September**	**October**	**Total**
RECEIPTS	2				
Debtor-in-possession financing	3	-	33,227	-	33,227
Total receipts		**$ -**	**$ 33,227**	**$ -**	**$ 33,227**
DISBURSEMENTS					
Management fees	4	-	-	-	-
Consulting fees	5	-	19,008	6,336	25,344
CCAA professional fees	6	50,000	50,000	50,000	150,000
Administration Charge offset	7	(50,000)	(50,000)	(50,000)	(150,000)
Total disbursements		**$ -**	**$ 19,008**	**$ 6,336**	**25,344**
NET CASH FLOWS		**$ -**	**$ 14,219**	**$ (6,336)**	**$ 7,883**
OPENING CASH		$ 1,841	$ 1,841	$ 16,060	$ 1,841
NET CHANGE IN CASH FLOWS		-	14,219	(6,336)	7,883
ENDING CASH		**$ 1,841**	**$ 16,060**	**$ 9,724**	**$ 9,724**

Notes and Assumptions

1 "Railside" is a consolidation of Railside Capital Inc. and Railside Industrial Park Inc.
2 Railside has no operating revenues
3 DIP financing realtes to the prior shortfall not funded by Azimuth
4 No further Management fees to be paid to Harvest Group LP
5 Real estate professional estimated fees - September includes unpaid fees from July & August
6 Estimated professional fees
7 Professional fees are to be paid for with the Administration Charge

Foundation Capital Inc. and Foundation Place Capital Inc.
Cash Flow Forecast
August 1, 2012 - October 31, 2012

		Foundation Place (Note 1)			
	Notes	August 1-31, 2012	September 1-30, 2012	October 1-31, 2012	Total
RECEIPTS	2				
Debtor-in-possession financing	3	-	-	-	-
Total receipts		-	-	-	-
DISBURSEMENTS					
Management fees	4	-	-	-	-
Consulting fees	5	-	-	-	-
CCAA professional fees	6	33,000	33,000	33,000	99,000
Administration Charge offset	7	(33,000)	(33,000)	(33,000)	(99,000)
Total disbursements		$ -	$ -	$ -	$ -
NET CASH FLOWS		$ -	$ -	$ -	$ -
OPENING CASH		$ 5,095	$ 5,095	$ 5,095	$ 5,095
NET CHANGE IN CASH FLOWS		-	-	-	-
ENDING CASH		**$ 5,095**	**$ 5,095**	**$ 5,095**	**$ 5,095**

Notes and Assumptions

1 "Foundation Place" is a consolidation of Foundation Capital Inc. and Foundation Place Capital Inc.
2 Foundation has no operating revenues
3 No further DIP financing is required
4 No further Management fees to be paid to Harvest Group LP
5 No further consulting fees required
6 Estimated professional fees
7 Professional fees are to be paid for with the Administration Charge